

**RESOLUTION NO. 3
SERIES 2014**

**A RESOLUTION PROVIDING APPROVAL FOR THE TRANSFER OF CONTROL
OF TIME WARNER CABLE PACIFIC WEST LLC TO COMCAST CORPORATION**

WHEREAS, Time Warner Cable Pacific West LLC (“Franchisee”) is the duly authorized holder of a Cable Franchise Agreement dated December 22, 2009 (the “Franchise”), authorizing Franchisee to serve the City of Gunnison, Colorado (the “Franchise Authority” or “City”) and to operate and maintain a cable television system therein (the “System”); and

WHEREAS, Time Warner Cable Inc. (“Time Warner Cable”) is the ultimate parent company of Franchisee; and

WHEREAS, on February 12, 2014, Time Warner Cable, Comcast Corporation (“Comcast”) and Tango Acquisition Sub, Inc. (“Tango”) entered into an Agreement and Plan of Merger (the “Agreement”), pursuant to which Time Warner Cable will merge with Tango, a wholly-owned subsidiary of Comcast, with Time Warner Cable as the surviving company, and Time Warner Cable will thereby become a wholly-owned subsidiary of Comcast (the “Transaction”); and

WHEREAS, following the Transaction, Franchisee will continue to hold and be responsible for the performance of the Franchise; and

WHEREAS, Franchisee now seeks approval of the transfer of control and has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the City has examined the legal, financial and technical qualifications of Comcast in order to consider and act upon the transfer of control request and considered the comments of interested parties; and

WHEREAS, the City is willing to consent to the transfer of control of Franchisee to Comcast, subject to the closing of the Transaction and the appropriate approvals by federal regulatory entities; and

WHEREAS, Franchisee has agreed to continue to unconditionally accept the terms of the existing Franchise and to comply with any other agreements existing between the Franchisee and the City.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GUNNISON, COLORADO:

- Section 1. The foregoing recitals are approved and incorporated herein by reference.
- Section 2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of control of the Franchisee to Comcast has been duly and validly taken.
- Section 3. The Franchise Authority hereby approves the transfer of control of the Franchisee to Comcast effective upon the closing of the Transaction and subject to appropriate approvals by federal regulatory entities. In all respects and without exception, Franchisee agrees to continue to abide by all terms of the existing Franchise and acknowledges that the transfer of control will not affect, diminish, impair or supersede the binding nature of the Franchise and any other valid ordinances, resolutions, and agreements applicable to the operation of the cable system in the City, and Franchisee shall continue to meet its obligations under

the Franchise and any obligation that may later be discovered, even if prior to the closing of the Transaction. By approving this transfer of control, the Franchise Authority does not waive or release any of the Franchisee's outstanding noncompliance issues, known or unknown, now or in the future, under the Franchise.

The City's consent to the transfer of control shall not be construed to constitute a waiver or release of any rights the City may have now or in the future under federal, state or local law, the Franchise, or any separate written agreements with the Franchisee.

- Section 4. Comcast or the Franchisee may (a) assign or transfer the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Comcast; (b) restructure debt in Comcast; and (c) pledge or grant a security interest to any lender(s) in the Franchise for purposes of securing any indebtedness.
- Section 5. In the event that the Transaction which is the subject of this Resolution does not close for any reason; or in the event approval is not granted by appropriate federal regulatory entities, or in the event that the Transaction closes on terms substantially or materially different from the terms described in the written information provided by Comcast and Time Warner Cable that is relied upon by the City; then the consent provided for herein shall be null and void, and the City shall be deemed to have disapproved the transfer of control under the Franchise and federal law, and all remedies under the Franchise and applicable laws shall be available to the City. In the event the Transaction does not close before March 31, 2015, Comcast and Time Warner Cable will provide notice of that event to the City and an update on the reasons for such a delay in closing or notice of the termination of the Transaction process.
- Section 6. This Resolution shall have the force of a continuing agreement with the Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee and Comcast.
- Section 7. If any section, sentence, clause or phrase of this Resolution shall be held to be invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Resolution.

INTRODUCED, READ AND ADOPTED at a regular meeting of the City Council of the City of Gunnison on the 8th day of July, 2014.

Mayor

ATTEST:

City Clerk

